

EXHIBIT D



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September 9, 2005

By Fax [617.523.1231] and Regular Mail

Steven J. Comen, Esquire
GOODWIN PROCTER, LLP
Exchange Place
Boston, MA 02109

Re: Babcock Borsig Power GmbH v. Babcock Power, Inc. and
Babcock Power, Inc. v. Babcock Borsig, AG
U.S. District Court Civil Action No.: 04-10825 (RWZ)

Dear Steve:

I too was on the way out the door when your letter arrived. I will be brief. First, with respect to the Rule 30(b)(6) Deposition, our deposition notice, first sent out in June, and re-sent last week, is a substantive corporate representative deposition. The issue that the parties have gone back and forth on is your insistence that our client take a preliminary Record Keeper deposition to identify the location of witnesses and documents, an exercise that we view as unnecessary. Please do not confuse the two.

Second, Dr. Kraenzlin has and still hopes to be present for the deposition of Mr. Hevrony, but not based on unilateral decisions by your client as to when that deposition will take place. As you know, the deposition has been noticed for September 23rd, not September 19th.

We no more than you desire the time or expense of the Court's intervention, but absent production of the documents and a firm commitment on deposition dates, we see no other alternative. We remain open to addressing both matters directly with you; however, absent immediate resolution, we expect to receive your timely opposition to our Motion to Compel, and we further expect to proceed forward on the depositions.

Sincerely,



Kenneth M. Bello

cc: John F. Welsh, Esquire
Dr. George-Peter_Kraenzlin